

WT 03-243

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 11/26/2003 at 01:10PM File Number: 0001527800
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1) Application Purpose Assignment of Authorization	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC	File Number
2b) File numbers of related pending applications currently on file with the FCC	

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? No
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
4) For assignment of authorization only, is this a partition and/or disaggregation? No
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances No
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? No

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc
9) The assignment of authorization or transfer of control of license is Voluntary

Licensee/Assignor Information

10) FCC Registration Number (FRN) 0002841575			
11) First Name (if individual)	MI	Last Name	Suffix
12) Entity Name (if not an individual) USCOC OF CORPUS CHRISTI, INC.			
13) Attention To UNITED STATES CELLULAR CORPORATION			
14) P O Box	And / Or	15) Street Address 8410 WEST BRYN MAWR AVENUE, SUITE 700	
16) City CHICAGO	17) State IL	18) Zip Code 60631	
19) Telephone Number (773)399-8900		20) FAX Number (773)399-4206	
21) E-Mail Address			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race	American Indian or Alaska Native	Asian	Black or African-American	Native Hawaiian or Other Pacific Islander	White
Ethnicity	Hispanic or Latino	Not Hispanic or Latino			
Gender	Female	Male			

Transferor Information (for transfers of control only)

23) FCC Registration Number (FRN)			
24) First Name (if individual)	MI	Last Name	Suffix
25) Entity Name (if not an individual)			
26) P O Box	And / Or	27) Street Address	
28) City	29) State	30) Zip Code	
31) Telephone Number	32) FAX Number		
33) E-Mail Address			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name	MI	Last Name	Suffix
35) Company Name			
36) P O Box	And / Or	37) Street Address	
38) City	39) State	40) Zip Code	
41) Telephone Number	42) FAX Number		
43) E-Mail Address			

Assignee/Transferee Information

44) The Assignee is a(n) Partnership			
45) FCC Registration Number (FRN) 0001659010			
46) First Name (if individual)	MI	Last Name	Suffix
47) Entity Name (if other than individual) Houston MTA, L.P.			
48) Name of Real Party in Interest			49) TIN
50) Attention To Douglas I. Brandon			
51) P O Box	And / Or	52) Street Address 1150 Connecticut Avenue, N.W., 4th Floor	
53) City Washington	54) State DC	55) Zip Code 20036	
56) Telephone Number (202)223-9222	57) FAX Number (202)223-9095		
58) E-Mail Address			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name David	MI J	Last Name Jatlow	Suffix
60) Company Name AT&T Wireless Services, Inc.			
61) P O Box	And / Or	62) Street Address 1150 Connecticut Avenue, N.W., 4th Floor	
63) City Washington	64) State DC	65) Zip Code 20036	
66) Telephone Number (202)223-9222	67) FAX Number (202)223-9095		
68) E-Mail Address			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned or voted by aliens or their representatives or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "Yes", attach exhibit explaining nature and extent of alien or foreign ownership or control	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If "Yes", attach exhibit explaining circumstances	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If "Yes", attach exhibit explaining circumstances	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If "Yes", attach exhibit explaining circumstances	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If "Yes", attach exhibit explaining circumstances	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native	Asian	Black or African-American	Native Hawaiian or Other Pacific Islander	White
Ethnicity:	Hispanic or Latino	Not Hispanic or Latino			
Gender:	Female	Male			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd 6293(1998)	
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith	
79) Typed or Printed Name of Party Authorized to Sign	
First Name John	MI E
Last Name Rooney	Suffix
80) Title President	
Signature John E Rooney	
81) Date 11/26/03	

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd 6293 (1998)
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule *
- *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules

82) Typed or Printed Name of Party Authorized to Sign

First Name Douglas	MI I	Last Name Brandon	Suffix
83) Title Vice President			
Signature Douglas I Brandon		84) Date 11/26/03	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Frequency Number	90) Lower or Center Frequency (MHz)	91) Upper Frequency (MHz)	92) Constructed Yes / No	93) Assignment Indicator
WLR490	CF						Yes	Full
WLU350	CF						Yes	Full
WLU352	CF						Yes	Full
WLU354	CF						Yes	Full
WML953	CF						Yes	Full
WMM452	CF						Yes	Full
WPQL954	CF						Yes	Full
KNKA769	CL						Yes	Full

**FCC Form 603
Schedule A****Schedule for Assignments of Authorization
and Transfers of Control in Auctioned Services**Approved by OMB
3060 - 0800
See instructions for public
burden estimate**Assignments of Authorization****1) Assignee Eligibility for Installment Payments** (for assignments of authorization only)Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor
(as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues
(current)

Year 2 Gross Revenues

Year 3 Gross Revenues

Total Assets

3) Certification Statements**For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules

Transfers of Control**4) Licensee Eligibility** (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct

The copy resulting from Print Preview is intended to be used as a reference copy only and MAY NOT be submitted to the FCC as an application for manual filing

Attachment List

Attachment Type	Date	Description	Contents
Other	11/26/03	Description of Transaction	<u>0178866920370033729333108.pdf</u>
Other	11/26/03	Response to Question 77	<u>0178866930370033729333108.pdf</u>

DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

I. INTRODUCTION/OVERVIEW

By this and two (2) other contemporaneously-filed FCC Form 603 applications, various licensee subsidiaries of United States Cellular Corporation ("USCC")¹ seek Commission consent to assign to Houston MTA, L P ("Houston MTA"), a wholly-owned subsidiary of AT&T Wireless Services, Inc ("AWS"), various Cellular Radiotelephone and related microwave station licenses. Specifically, in order to better effectuate their respective business plans, AWS and USCC have entered into an asset purchase and sale agreement pursuant to which USCC will assign to AWS its cellular and related microwave station licenses for various markets in southern Texas. For ease of reference, the cellular licensees, call signs and markets involved in this transaction are as follows²

App No.	FCC File No.	Call Sign	Licensee	Assignee	Market (CMA)
1	0001527789	KNKR236 KNKA603 KNKR228 KNKN456 KNKN525 KNKN452	Texas #20 Rural Cellular Inc	Houston MTA	Brownsville, TX (CMA162)* Laredo, TX (CMA281) McAllen, TX (CMA128)* Texas 18-Edwards (CMA669) Texas 19-Atascosa (CMA670) Texas 20-Wilson (CMA671)
2	0001527800	KNKA769	USCOC of Corpus Christi, Inc	Houston MTA	Victoria, TX (CMA300)
3	0001527804	KNKA730	Victoria Cellular Corporation	Houston MTA	Corpus Christi, TX (CMA112)

* Unserved area licenses covering a portion of the market only

II. DESCRIPTION OF THE PARTIES

AWS, through various subsidiaries and affiliates, including Houston MTA (the prospective assignee), constructs, operates and holds interests in numerous wireless telecommunications systems throughout the United States. AWS is led by a management team with decades of collective experience in the telecommunications industry, and is otherwise legally, technically, and financially qualified to acquire the subject licenses. An FCC Form 602 providing current ownership information for AWS (and its respective subsidiaries and affiliates) is currently on file with the Commission³.

¹ Texas #20 Rural Cellular, Inc., USCOC of Corpus Christi, Inc., and Victoria Cellular Corporation

² Call signs for the various microwave station authorizations involved in this transaction are set forth in the individual FCC Form 603 application forms

³ Based on prior guidance from the Wireless Telecommunications Bureau, the Form 602 for AWS satisfies the ownership reporting requirements of Sections 1.919 and 1.2112(a) of the Commission's rules for AWS and its wholly owned subsidiaries, including Houston MTA. See 47 C.F.R. §§ 1.919, 1.2112(a), *see also* Wireless Telecommunications

III. PUBLIC INTEREST STATEMENT

The subject transaction meets the public interest showing required for assignment and transfer of control applications⁴. Specifically, the transaction fully complies with the Communications Act ("Act"), all FCC rules, requires no waivers, and will not frustrate or impair the Commission's implementation, enforcement, or the objectives of, the Act or other statutes⁵. The transaction raises no competitive concerns and does not require extensive review or expenditures of considerable resources by the Commission⁶. Further, the transaction will in fact yield affirmative public interest benefits.

As a result of the instant transaction, AWS will realize operational efficiencies and increased spectrum capacity in southern Texas. Specifically, acquisition of the subject licenses will allow AWS to expand its TDMA service area while simultaneously reducing its roaming costs and freeing up additional capacity to develop and deploy its Next Generation network. Indeed, AWS intends to use this network to further rollout its EDGE wireless technology, which offers data transfer speeds of between 100-130 kbps – nearly twice as fast as other national wireless networks and up to three times faster than traditional wired dial-up services. In combination, the anticipated cost savings, operational efficiencies, and innovative product offerings that will result from this transaction will facilitate increased competition and otherwise benefit the public interest.

IV. SPECTRUM AGGREGATION/COMPETITION ANALYSIS

Approval of the instant transaction will not have a negative impact on competition. As indicated in Schedule A-1, AWS currently holds attributable spectrum in each of the markets involved in this transaction. However, as Schedule A-1 also reveals, much of this spectrum is held by companies in which AWS holds a non-controlling interest⁷. As a result, even though AWS will increase its spectrum holdings in each of the markets upon consummation of the transaction contemplated herein, the total amount of spectrum in which it holds a controlling interest will not exceed 45 MHz in any instance, and in most cases will be significantly less. Furthermore, even

Bureau Answers Frequently Asked Questions Concerning Reporting of Ownership Information on FCC Form 602, Public Notice, 14 FCC Rcd 8261, 8264-65 (WTB 1999)

⁴ See 47 U.S.C. § 310(d). In assessing the public interest benefits of a proposed transaction, the Commission considers "(1) whether the transaction would result in the violation of the Act or any other applicable statutory provision, (2) whether the transaction would result in a violation of Commission rules, (3) whether the transaction would substantially frustrate or impair the Commission's implementation or enforcement of the Act or interfere with the objectives of that and other statutes, and (4) whether the transaction promises to yield affirmative public interest benefits." *SBC Communications Inc. and BellSouth Corp.*, 15 FCC Rcd 25459, 25463-64 (WTB/IB 2000) (citation omitted); *Ameritech Corp. and SBC Communications Inc.*, 14 FCC Rcd 14712, 14737-38 (1999) ("*Ameritech-SBC*"); see also *WorldCom, Inc. and MCI Communications Corp.*, 13 FCC Rcd 18025, 18030-33 (1998), *Merger of MCI Communications Corp. and British Telecommunications plc*, 12 FCC Rcd 15351, 15367-68 (1997).

⁵ See Consent to the Transfer of Control of Licenses and Section 214 Authorization from Telecommunications Inc. to AT&T Corp., 14 FCC Rcd 3160, 3170 (1999) *Ameritech-SBC*, 14 FCC Rcd at 14740-41.

⁶ See *Ameritech-SBC*, 14 FCC Rcd at 14740-41.

⁷ AWS holds non-controlling interests in ABC Wireless, L.L.C. and Lewis and Clark Communications, which in turn hold various PCS licenses for markets in southern Texas. See Schedule A-2.

when spectrum in which AWS holds a non-controlling interest is considered, no negative competitive impact will result from the proposed license assignments.⁸ As indicated on Schedule A-2, each of the markets involved is already served by a large number of competitors, many of whom compete on the basis of widely advertised national and regional rate plans that include buckets of minutes and roaming for a flat monthly fee. Although AWS has some existing facilities in the markets involved in this transaction, it does not currently offer retail service in these areas, and therefore will be entering the subject markets as a full-fledged competitor for the first time as a result of this transaction. Thus, the acquisition of licenses contemplated herein will not result in any undue concentration of spectrum rights that could reasonably be expected to undermine competition.

V. TRANSITION OF CUSTOMERS

AWS intends to continue providing service to customers in each of the markets it will acquire in this transaction. Furthermore, AWS intends to provide customers with at least 30 days notice prior to making any changes to customer accounts or rate plans.

VI. ADDITIONAL AUTHORIZATIONS

While the list of call signs referenced in each FCC Form 603 application is intended to be complete and to include all of the licenses and authorizations held by the respective licensees that are subject to the transaction, the licensees/assignors may now have on file, and may hereafter file, additional requests for authorizations for new or modified facilities which may be granted before the Commission takes action on the instant Form 603. Accordingly, it is requested that any Commission approval of the Form 603 applications filed for this transaction include authority for the assignee to acquire control of (1) any authorization issued to the respective licensees/assignors during the pendency of the transaction, (2) any construction permits held by the respective licensees/assignors that mature into licenses after Commission action on the transaction, and (3) any applications that are filed after the date that applications for the transaction are filed that are pending at the time of FCC action on the transaction. Such action would be consistent with prior decisions of the Commission.⁹

In addition, the parties hereby request a blanket exemption from Sections 1.927(h) and 1.933(b) of the FCC's rules, 47 C.F.R. §§ 1.927(h), 1.933(b), in cases where the licensee files amendments to pending applications to reflect consummation of this application. The exemption is

⁸ While AWS's total, attributable spectrum holdings following consummation of the instant transaction will be 65 MHz in some counties, the Commission has previously approved spectrum aggregations of this magnitude. See Wireless Telecommunications Bureau Grants Consent for the Assignment of Licenses to AT&T Wireless Services, Inc., Cingular Wireless, LLC, Menwether Communications, LLC, and Skagit Wireless, LLC, DA 03-1641, *Public Notice* (rel. May 14, 2003).

⁹ Applications of NYNEX Corp., Transferor, and Bell Atlantic Corp., Transferee, for Consent to Transfer Control of NYNEX Corp. and its Subsidiaries, *Memorandum Opinion and Order*, 12 FCC RCD 19,985, 20,097 (1997); Applications of Craig O. McCaw, Transferor, and AT&T, Transferee, for Consent to the Transfer of Control of McCaw Cellular Communications, Inc. and its Subsidiaries, *Memorandum Opinion and Order*, 9 FCC Rcd 5836, 5909 n. 300 (1994).

requested so that such amendments reporting the change in ownership will not be treated as major amendments requiring a second public notice for the still-pending applications. Since any ownership changes that result with respect to any particular pending application are part of a larger transaction undertaken for a legitimate business purpose, grant of such an exemption would be consistent with previous Commission decisions.¹⁰

VII. CONCLUSION

For the reasons set forth herein, a grant of the instant application and the subject transaction will serve the public interest, convenience, and necessity, and thus warrants favorable and expedited Commission action.

¹⁰See, e.g., *PacifiCorp Holdings*, 13 FCC Rcd at 8915; *Craig O. McCaw*, 9 FCC Rcd at 5909 n.300 (1994); Applications of Centel Corporation and Sprint Corporation, *Memorandum Opinion and Order*, 8 FCC Rcd 1829, 1833 (1993).

ATTRIBUTABLE CMRS SPECTRUM HOLDINGS OF AWS

(Total Spectrum by Market/County, Before and After Transaction)

Market	Market No.	County Name	State	Total MHz Before ¹	Total MHz After ²	Total Controlled MHz Before ³	Total Controlled MHz After ⁴
Brownsville-Harlingen, TX	CMA162	Cameron	TX	10	35	10	35
Corpus Christi, TX	CMA112	Nueces	TX	40	65	10	35
	CMA112	San Patricio	TX	40	65	10	35
Laredo, TX	CMA281	Webb	TX	30	55	0	25
McAllen-Edinburg-Mission, TX	CMA128	Hidalgo	TX	20	45	20	45
Texas 18 – Edwards	CMA669	Bandera	TX	10	35	10	35
		Dimmit	TX	35	60	10	35
		Edwards ⁵	TX	25	50	15	40
		Frio	TX	10	35	10	35
		Kinney	TX	35	60	10	35
		La Salle	TX	30	55	0	25
		Maverick	TX	35	60	10	35
		Medina	TX	10	35	10	35
		Real	TX	10	35	10	35
		Uvalde	TX	10	35	10	35
		Val Verde	TX	35	60	0	25
		Zavala	TX	35	60	10	35
Texas 19 – Atascosa	CMA670	Atascosa	TX	10	35	10	35
		Brooks	TX	40	65	10	35
		Duval	TX	40	65	10	35
		Jim Hogg	TX	30	55	0	25
		Jim Wells	TX	40	65	10	35
		Kenedy	TX	40	65	10	35

¹ Total MHz associated with the FCC licenses in which AWS currently holds a 10% or greater ownership interest

² Total MHz associated with the FCC licenses in which AWS will hold a 10% or greater ownership interest after consummation of the instant transaction

³ Total MHz associated with the FCC licenses in which AWS currently holds a controlling interest

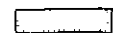
⁴ Total MHz associated with the FCC licenses in which AWS will hold a controlling interest after consummation of the instant transaction

⁵ AWS is currently working with FCC staff to update ULS to accurately reflect its spectrum holdings in this county

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SCHEDULE A-1
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Market	Market No.	County Name	State	Total MHz Before ¹	Total MHz After ²	Total Controlled MHz Before ³	Total Controlled MHz After ⁴
		Kleberg	TX	40	65	10	35
		Live Oak	TX	40	65	10	35
		McMullen	TX	10	35	10	35
		Starr	TX	20	45	20	45
		Willacy	TX	10	35	10	35
		Zapata	TX	30	55	0	25
Texas 20 - Wilson	CMA671	Aransas	TX	40	65	10	35
		Bee	TX	40	65	10	35
		Calhoun	TX	40	65	10	35
		DeWitt	TX	40	65	10	35
		Goliad	TX	40	65	10	35
		Karnes	TX	10	35	10	35
		Refugio	TX	40	65	10	35
		Wilson	TX	10	35	10	35
Victoria, TX	CMA300	Victoria	TX	40	65	10	35

STATUS OF CMRS COMPETITION IN TRANSACTION MARKETS

 Carriers With Constructed Facilities¹

Market (Market Number)	Cellular-A	Cellular-B	PCS-A	PCS-B	PCS-C	PCS-D	PCS-E	PCS-F	ESMR
Brownsville- Harlingen, TX (CMA162)	US Cellular Western Wireless	Cingular	Sprint	Verizon Wireless	Nextwave	T-Mobile	AT&T Wireless	T-Mobile	Nextel
Corpus Christi, TX (CMA112)	US Cellular	Cingular	Sprint T-Mobile	Verizon Wireless	ABC Wireless*	T-Mobile	AT&T Wireless	Nextwave	Nextel
Laredo, TX (CMA281)	US Cellular	Cingular	AT&T Wireless Sprint	Verizon Wireless	ABC Wireless*	T-Mobile	Elitel	T-Mobile	Nextel
McAllen- Edinburgh- Mission, TX (CMA128)	US Cellular Western Wireless	Cingular	Sprint AT&T Wireless	Verizon Wireless	Nextwave	T-Mobile	AT&T Wireless	T-Mobile	Nextel
Texas 18-Edwards (CMA669)	US Cellular	Cingular	Sprint Verizon Wireless	Sprint Verizon Wireless	ABC Wireless* C T Cube Glenn Ishihara Lewis and Clark* Nextwave	Lewis and Clark* T-Mobile	AT&T Wireless Elitel	Lewis and Clark* T-Mobile	Nextel
Texas 19-Atascosa (CMA670)	US Cellular	Cingular	AT&T Wireless Sprint T-Mobile	Verizon Wireless	ABC Wireless* Nextwave	T-Mobile	AT&T Wireless Elitel	Nextwave T-Mobile	Nextel
Texas 20-Wilson (CMA671)	US Cellular	Cingular	Sprint T-Mobile	Verizon Wireless	ABC Wireless* Nextwave	Sprint T-Mobile	AT&T Wireless	Nextwave T-Mobile	Nextel

¹ Denotes active cellular licenses granted more than 18 months ago, active PCS licenses for which a construction notification has been filed, and other sources of publicly-available information. In instances where there are multiple carriers within a license block in a particular BTA, the block is shaded if any of the carriers satisfies the criteria in the preceding sentence. This chart lists licensed, facilities-based terrestrial carriers only, and does not include resellers or satellite service providers.

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SCHEDULE A-2
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Market (Market Number)	Cellular-A	Cellular-B	PCS-A	PCS-B	PCS-C	PCS-D	PCS-E	PCS-F	ESMR
Victoria, TX (CMA300)	US Cellular	Cingular	T-Mobile	Verizon Wireless	ABC Wireless*	Sprint	AT&T Wireless	T-Mobile	Nextel

* Licenses in which AWS holds a non-controlling interest

From April to September 2002, a series of cases was filed in federal courts around the country alleging that the major wireless carriers market handsets and wireless service through tying arrangements, and that each monopolized the market for sales of handsets to its own subscribers. These cases include *Beeler v. AT&T Cellular Services, Inc.* (Case No. 02C 6975) (N.D. Ill., Eastern Division); *Truong v. AT&T Wireless PCS, LLC, et al.* (Case No. C 02 4580) (N.D. Cal.); *Millen v. AT&T Wireless PCS, LLC, et al.* (Case No. 02-11689) (D. Mass.); *Wireless Consumers Alliance, Inc. v. AT&T Cellular Services, Inc., et al.* (Case No. 02 CV 2637) (S.D.N.Y.); and *Morales v. AT&T Wireless PCS, LLC, et al.* (Case No. L-02-CV120) (S.D. Tex.). Those cases were consolidated in a multi-district-litigation procedure, and are now pending in the United States District Court for the Southern District of New York. The plaintiffs have since filed a Consolidated Amended Class Action Complaint.

On or about September 5, 2001, the second amended complaint in a case captioned *DiBraccio v. AT&T Wireless Services, Inc., et al.* was filed in Florida State Court (Eleventh Judicial Circuit, in and for Miami-Dade County) (Case No. 99-20450 CA-20). The Company is named as a defendant, along with ABC Cellular Corp., a reseller of wireless services and handsets in South Florida. Plaintiff seeks damages for alleged monopolization of wireless phone services in South Florida under Section 542.19 of the Florida Statutes and conspiracy to monopolize under the same statute.

AT&T Wireless believes that none of the listed cases has merit.